

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * KISPERT JOHN H			2. Issuer Name and Ticker or Trading Symbol KLA TENCOR CORP [klac]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer			
(Last) 160 RIO ROBLES	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2006						
(Street) SAN JOSE, CA 95130			4. If Amendment, Date Original Filed (Month/Day/Year) 12/22/2006			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title	Amount or Number of Shares	
Non-Qualified Stock Option (right to buy)	\$ 32.75	12/22/2006		D			2,667		(2)	04/04/2011	(3)	Common Stock	2,667	(1)	0	D	
Non-Qualified Stock Option (right to buy)	\$ 50.82	12/22/2006		A			2,667		(2)	04/04/2011	(3)	Common Stock	2,667	(1)	2,667	D	
Non-Qualified Stock Option (right to buy)	\$ 29.31	12/22/2006		D			14,000		(2)	10/02/2011	(3)	Common Stock	14,000	(1)	0	D	
Non-Qualified Stock Option (right to buy)	\$ 45.25	12/22/2006		A			14,000		(2)	10/02/2011	(3)	Common Stock	14,000	(1)	14,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KISPERT JOHN H 160 RIO ROBLES SAN JOSE, CA 95130			Chief Operating Officer	

Signatures

Jeff Hall, Attorney in fact for John Kispert		01/30/2007
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reported transactions are exempt under SEC Rule 16-b-3, and the related disposition and acquisition transactions for each option involved an amendment to a portion of that option increasing (1) the exercise price per share of such portion to comply with the requirements of Section 409A of the Internal Revenue Code. Such amendment is deemed the cancellation of the portion of the lower-priced option and the grant a replacement option at the higher exercise price per share.

(2) The option is currently exercisable for vested shares.

(3) The expiration date of the option was entered incorrectly on the original Form 4 filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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